

THE WALKING DEAD

"Here We Remain"

by
Anthony Eichberger

Anthony Eichberger
(818) 792-8690
Tony.Robert.Eichberger@gmail.com

TEASERFLASHBACK:

EXT. CREEK - DAY

A pair of hands winds up a fishing pole.

A largemouth bass -- its lips hooked -- flies out of the water.

DARYL DIXON reels in his afternoon catch, whoops.

DARYL
Yeah! Boss!

Another pair of fingers yanks a JIGGLING EARTHWORM out of a bucket.

MERLE DIXON hooks his worm.

MERLE
Live bait never fails.

DARYL
And it never will.

Daryl opens an ice chest, places his catch inside.

MERLE
You hear about Amanda?

DARYL
Uncle Caleb's Amanda? The one who
always used to sing for us on
Christmas Eve?

MERLE
Got knocked up. The little slut.

DARYL
She keeping it?

MERLE
Yeah. And she's a damn fool, if
you ask me.

DARYL
Ain't no one asking you, Merle.

MERLE
She don't earn shit, as it is.
Doesn't even have a man yet, to
take care of her.

Daryl grabs two beer cans from a different ice chest. He tosses one can to Merle.

MERLE (CONT'D)

And she thinks she can look after some screaming little brat, crying up a storm in that crap shack of hers?

DARYL

Can't hold it against Amanda for wanting a little girl. Someone she can teach to bake. Maybe braid her hair.

MERLE

You been watching *Leave it to Beaver* repeats, again?

DARYL

Nothing else on at two in the morning.

MERLE

Yeah, you wish you could get a beaver.

Daryl shakes up his beer can, pops it open. Drenches Merle with a spray of booze... and laughs.

MERLE (CONT'D)

Ass.

DARYL

She's our cousin. No matter how many truckers she screws... no matter how many food stamps she gets... we ought to support her.

MERLE

Kids are a burden, little brother. Not saying she has to flush it... but could at least give it away to some better folks.

DARYL

Just give it away? Like that old couch you used to jizz on? Somebody at Goodwill must've snatched that prize right up.

Daryl picks up his fishing pole again. As Merle snickers, A NEARBY SCREAM emanates.

The brothers look around, survey the surrounding forest. Nothing moves, until...

A LITTLE GIRL emerges from the forest, runs out toward the river bank. She half-limps, which hinders her speed. Daryl calls out to her:

DARYL (CONT'D)
Hey, you! What's wrong?

Daryl's and Merle's eyes widen as they see who's chasing the young child --

A DECREPID OLD MAN -- his face pasty white and scuffed, eyes robotic and seemingly in a trance. The old man MOANS. His hair is greasy -- and his clothing is torn, covered with dirt.

MERLE
What the hell...?

The girl looks over her shoulder as she attempts to run... and trips over a tree stump. As she goes down, the elderly walker closes in -- towers over her.

Merle and Daryl, drop their beers. The Dixon brothers run toward these strangers.

MERLE (CONT'D)
The geezer must be high or something!

DARYL
(to the walker)
Hey! You get away from her!

The elderly walker reaches down, BITES DEEP INTO the girl's neck.

She screams, as blood SPRAYS EVERYWHERE.

Merle reaches the tree stump first. He pulls out a knife, rams it down into the walker's shoulder blade.

The walker grunts, turns around -- blood dripping from his lips and teeth. He lunges at Merle -- who's taken aback by the resilience of this "old man."

Merle tackles the elderly walker to the ground, squeezes him around the neck. The walker struggles, flails his head to and fro. Shows no signs of losing consciousness.

The hilt of a fishing pole SMASHES through the walker's skull. Merle looks up, sees Daryl standing over them. Disgust dances in Daryl's eyes.

Merle slowly stands up. Both brothers gaze down at the walker's impaled forehead.

Daryl quickly turns, scrambles over to the little girl. Feels for a pulse.

Merle stares at this child's mutilated neck. Daryl allows the girl's hand to fall limp, shakes his head.

MERLE

So much for our fishing trip.

DARYL

I knew we should've gone hunting
with Pops...

The Dixon brothers continue to tower over the two dead bodies. They stand amid the ghostly stillness of this creek's shore -- trees waving slightly in the wind, but absolutely no animals in sight, as we

FADE TO:

TITLE:

"The Walking Dead"

ACT ONE

INT. BOX CAR "A" - TERMINUS - DAY

Daryl is slumped back against the wooden wall, defeated. He looks to his left:

MICHONNE cradles CARL GRIMES, who's asleep in her arms.

To Daryl's other side, he exchanges glances with:

RICK GRIMES, who appears to be thinking intensely.

DARYL
(to Michonne)
You want kids?

Michonne looks at him, taken aback by the spontaneous question.

DARYL (CONT'D)
Glad I never had any. At least,
none that I knew of.

MICHONNE
Why is that?

DARYL
Wouldn't want to bring them into
this kind of world, that's all.

MICHONNE
Neither would I.

She looks down at Carl -- still snoozing in her lap. Then, looks over at Rick.

He's studying the box car's walls. Scrutinizing every crevice for entry points or vulnerabilities. His eyes fall upon TARA CHAMBLER, who sits tailor-style in one corner. They lock eyes, momentarily.

Tara looks back down.

Rick meets Michonne's gaze, as she raises her eyebrows.

DARYL
Merle always said what a great dad
he'd be. Putting hair on his son's
chest. Treating his girl like a
little princess.

MICHONNE
I can only imagine that coronation.

Daryl eyes her, and Michonne demurs.

MICHONNE (CONT'D)

Sorry.

DARYL

Naw, you nailed it. Merle loved to talk big. He spewed shit about how other people raised their kids. Seemed to think he'd be this noble provider, if he ever got the chance. Doling out discipline and values better than any other parent could.

(beat)

Between you and me, I think he was shooting blanks.

Michonne musters a smile, but it disappears.

MICHONNE

I couldn't do it.

DARYL

Yeah, we've seen what can happen, when you go into labor and the --

MICHONNE

No. I mean I've already done it. I couldn't do it again.

Daryl peers at her, curiously. Michonne focuses on the wall, with a faraway gaze in her eyes.

FLASHBACK:

INT. LUXURY APARTMENT - ATLANTA - DAY

A brown hand pours a carton of soy milk into a glass.

Nina Simone's "TROUBLE IN MIND" blasts from a CD player.

A YOUNG BOY, 3, sips from his milk. The boy -- African-American, buzzed hair -- uses crayons to color in a sketch of a wild tiger.

Michonne -- a year-and-a-half younger, dressed in clean, fashionable clothing -- smiles fondly at her son.

MICHONNE

Andre Anthony... someone's going to be a birthday boy, tomorrow.

ANDRE ANTHONY

Me!

MICHONNE

Your daddy's heading out to pick up
your cake right before dinner
tonight.

MIKE -- Michonne's lover -- bounds out of the bedroom. His
buddy, TERRY, follows... both of their arms full of gifts.

MIKE

Yellow with chocolate buttercream
icing... your favorite, kiddo.

ANDRE ANTHONY

Yay!

MICHONNE

Okay, sweetheart. You can open one
of your presents right now... but
just one.

MIKE

The rest, we save for the party
tomorrow.

TERRY

So whose do you want to open first,
buddy?

Terry winks at the boy. Andre Anthony eyes the armfuls of
gifts, then points.

ANDRE ANTHONY

Uncle Terry's!

TERRY

Yeah! Pound it, my man!

They fist-bump. Terry hands his present to Andre Anthony,
while Michonne and Mike bring the other gifts over to a
coffee table in the ADJOINING LIVING AREA.

Andre Anthony rips open the wrapping paper, as Terry kneels
by him to watch.

It's a CERAMIC TUSKEGEE AIRMAN -- dressed in aviator garb.

ANTHONY ANDRE

Cool...

TERRY

It's a Tuskegee Airman.
Handcrafted in Italy.
(to Michonne)
Picked it up at Atlanta Pride last
month.

MICHONNE

Terry. You know how I feel about
war.

MIKE

Come on, Buttercup. As far as
Andre's concerned, it's a toy.
Plus, Terry's a sucker for men in
uniform.

He ribs Terry, who rolls his eyes. Michonne, however,
doesn't look amused.

MICHONNE

Whatever happened to settling
conflicts through diplomacy?

TERRY

He's not even holding a gun, MiMi.

MICHONNE

That doesn't matter. It's what it
represents.

TERRY

It represents our people and our
struggles.

MICHONNE

I don't care how antique -- or how
historical -- it is. We shouldn't
expose our son to a culture of
violence and fear-mongering.

A THUD wallops the front door of their apartment. But the
adults continue their conversation, barely fazed.

MIKE

He's going to have to learn to
defend himself eventually.

TERRY

Yeah. So why not do it in style?

MICHONNE

You both are missing the point.

She covers Andre Anthony's ears, lowers her voice.

MICHONNE (CONT'D)

On a subliminal level, we would be teaching him that it's acceptable to aim a weapon at another human being.

Another THUD comes from behind the front door.

MICHONNE (CONT'D)

I will not have my son become part of the Neocon War Machine.

MIKE

The "War Machine" that my Gramps lost his leg for, in Vietnam? That one, Michonne?

MICHONNE

You know that's not what I meant.

MIKE

Terry's just trying to teach Andre about our history.

MICHONNE

And I encourage that. But there are other ways --

A DOUBLE-THUD, which snaps Michonne into sudden aggravation.

MICHONNE (CONT'D)

Oh, for pity's sake!

She marches over to the door, grabs the handle.

TERRY

Probably just some prankster teens, MiMi.

MICHONNE

I don't care. We're a civilized society -- we ring doorbells.

She unlocks and throws open the door, ready for confrontation...

Only to have a BLOODY-FACED FEMALE WALKER lunge at her.

Michonne screams. Andre Anthony wails, as a shell-shocked Terry shields the boy. Mike jumps into action, rams the walker against the wall.

Other MORBID HUMAN-LIKE ECHOES drift from farther down the hallway.

Mike delivers several judo kicks to the walker's stomach and neckline... but this feral monster doesn't back down. As the walker grasps at Mike -- hissing, seething...

Michonne looks around, zeroes in on a JAPANESE ART DISPLAY in her living room.

She rushes over, yanks a KATANA off the wall. Unsheathes it, and charges...

The blade of her katana LOPS OFF the walker's head.

Michonne kicks the decapitated walker-head out of her way, walks back over to Mike, whose eyes are widened.

MIKE

Where'd you get that thing, anyway?

MICHONNE

Keisha's thrift sale, last week.
She let me have my pick of the
goods. And here I thought it was
going to just be a nice
wallpiece...

(refocuses)

There are more of them. I can hear
them coming from everywhere.

Mike struggles to stand, incredulous -- with one eye toward the noises drifting from other parts of the building:

MIKE

What the hell's going on?

Michonne runs over to the window, looks out upon the city.

A congested street is filled with bumper-to-bumper vehicles. PEOPLE screaming, running around. WALKERS out in the open -- attacking and biting the still-living.

Michonne turns back to her family.

MICHONNE

We need to go.

TERRY

What's happening out there?

MICHONNE

We need to go.

She heads to the closet, opens it. Grabs a few empty tote bags, unzips one of them.

MIKE

Go where? Talk to me, Michonne.

Michonne storms back into the kitchen. She throws open cupboards, shoves canned goods and other non-perishables into her tote bag. Without looking away:

MICHONNE

Terry, help Andre Anthony get a bag ready.

Terry nods, tries to nudge Andre Anthony toward the boy's bedroom. But Michonne's son just stands there, frozen -- staring at his mother.

ANDRE ANTHONY

Mama...?

Michonne stops... sets down her bag. She hurries over to her son's side, kneels.

MICHONNE

We're all taking a little trip -- to someplace where we'll be safe. Uncle Terry's going to help you pack, okay, Peanut? Go with him. Do what he says.

Andre Anthony nods. Michonne gives him a tight hug... then watches as her son disappears into the bedroom with Terry.

Mike comes up behind her, massages Michonne's shoulders.

MIKE

So what's the plan?

Michonne turns, stares him dead in the eyes.

MICHONNE

You still got that gun I'd asked you to get rid of?

Mike trembles slightly... he can practically taste the killer-instinct that's become a part of her aura.

INT. BOX CAR "A" - RESUME

Michonne looks over at Daryl with pure sadness in her eyes.

MICHONNE

I just don't think I could deal
with it.

DARYL

Deal with what?

MICHONNE

With having to worry about my
husband dying and turning at any
moment.

(beat)

Or my child.

Daryl nods, surveys the room. GLENN RHEE and MAGGIE GREENE are nestled up against each other, sound asleep. Maggie's head rests against SASHA's arm. Sasha clutches the hand of BOB STOOKEY in solidarity.

In another corner, ROSITA ESPINOZA watches ABRAHAM FORD sleep. EUGENE PORTER lies on his back, stares up at the ceiling as though he's in a trance; he utters something indistinctly, over and over again.

Daryl looks back at Michonne, then down at Carl, then back up at Carl's newest guardian.

DARYL

So what do you think they have in
store for us?

MICHONNE

I don't know. But here's something
I do know.

She looks down at Carl, strokes his chin.

MICHONNE (CONT'D)

If those people think they're
getting ahold of this one...
they're going to have to pry him
out of my cold, dead hands.

DARYL

Atta girl.

Both of them look over at Rick -- his face hasn't broken, hardened with intensity.

ELSEWHERE AT TERMINUS - SAME

A pair of hands polishes Michonne's katana with soap, water, and rags.

MARY finishes cleaning the Japanese sword, admires her work.

MARY

It's a good thing we got this away
from our Samurai.

She turns to GARETH, who towers over her.

GARETH

She could have done a lot of damage
with that beauty.

MARY

We can get plenty of use out of it,
that's for certain.

GARETH

(calls O.S.)
Cynthia!

The gray-haired BROADCASTING WOMAN -- from the previous
episode -- enters.

GARETH (CONT'D)

Take this to the holding room.

Mary hands the katana to Cynthia, cheerily.

GARETH (CONT'D)

Make sure it stays far away from
its previous owner.

CYNTHIA

How have our newest guests been
adjusting?

GARETH

I think they get the point.

MARY

Last report from Albert had "A"
completely quiet.

CYNTHIA

That's encouraging. Right?

GARETH

Unless they're planning something.

MARY

You'd think they'd know better, by
now.

GARETH

You'd think.

(to Cynthia)

Well...get it out of here. Maybe
have Theresa keep it in the armory.

Cynthia exits with Michonne's katana in tow. Gareth turns
back to his mother.

GARETH (CONT'D)

Just to be safe, I'm going to
implement Phase Two of the roundup.

MARY

So we're sure there's no hope for
them?

GARETH

You heard Abraham. They're headed
somewhere. They have a mission.

MARY

An important one, according to him.

GARETH

They're fools, chasing an
impossible dream. The fact that
they cling so stubbornly to such
delusions... it suggests they are
far removed from reality.

(beat)

And that only reinforces the need
to keep them here.

MARY

And their friends?

GARETH

Same thing. You saw how they tried
to take us over. We can't tolerate
that again.

(beat)

They'll serve their purpose.

Gareth looks his mother in the eyes. Mary stares back at
him, protective.

MARY

You hungry? I could make you
something to eat, first... before
we feed the women.

GARETH

That would be nice.

MARY

What are we going to do with the boy?

GARETH

Keep him separate from his father... until it's not an issue any longer.

(beat)

He poses no threat without the adults to protect him.

Gareth begins to stroll out of the room... but stops, turns back to her.

GARETH (CONT'D)

I think I'll have a little barbeque sauce with mine, tonight.

MARY

Anything for you, dear.

Mary flashes him a serene smile, as Gareth makes his way outside.

END OF ACT ONE

ACT TWOFLASHBACK:

EXT. REFUGEE CAMP - ROCK QUARRY - DAY

CAROL PELETIER roasts some makeshift skewers of fish over a fire pit. She gazes in the direction of:

THE HORIZON

SMOKE BILLOWS upward from the faraway skyline of what used to be Atlanta.

LORI GRIMES kneels down next to Carol, smiles. Examines the refugees' dinner-in-progress.

LORI
Largemouth bass. Not as tasty as salmon, but it'll do.

CAROL
How's Carl adjusting?

LORI
About as well as can be expected. He and Sophia have really taken to each other.

CAROL
I'm glad. I mean, that they have kids their own age to be around.

LORI
Shane's been very good to us. I just...
(looks up at the sky)
I miss Rick.

CAROL
There's a chance he survived.

LORI
He was hooked up to one of those machines, Carol. When the power went out... so did he.

CAROL
You don't know that.

LORI
What I do know is that I have to protect my son. And Shane's my best shot.

ED (O.S.)

Carol!

The women turn, see ED PELETIER storming toward them.

ED (CONT'D)

You done making dinner?

CAROL

We're not the only ones here, Ed.
It's my turn to cook, tonight.

ED

Let them fry up their own damn
fish.

He grabs Carol, yanks her upward. Lori recovers the fish skewers before they can fall to the ground.

ED (CONT'D)

Sophia's hanging around the beaners
again. I want you to keep her away
from them people.

LORI

All of us are in this together.

ED

You shut your mouth!

SHANE (O.S.)

Hey!

SHANE WALSH approaches the fire pit. He immediately blocks Ed from Lori.

SHANE (CONT'D)

Don't talk to a lady like that.

ED

I'll talk to her however I want!

SHANE

No, you won't.

JACQUI and some OTHER REFUGEES slowly gather. Everyone watches the mini-standoff between Shane and Ed.

SHANE (CONT'D)

Let's take a walk. We'll go get
your daughter, okay?

Shane takes Ed's arm, but Ed shrugs Shane off. He breaks away from his wife.

ED

Don't touch me, Walsh.

Ed stalks off. Shane gives Lori a parting glance, then shadows Ed as he leaves the fire pit. Lori turns back to Carol, sympathetic:

LORI

You okay?

CAROL

That's just the way he is.

JACQUI

How can you let Sophia be around that creep?

CAROL

He's her father.

JACQUI

You deserve so much better, Carol.

LORI

She's right. You do.

CAROL

This is the life I chose. I have to do what's best for my daughter.

LORI

What's best for her is to not be around Ed.

Carol remains silent. Jacqui approaches, puts a hand on Carol's shoulder.

JACQUI

I never imagined having kids of my own. Angela and I talked about adopting, before the accident...

(regroups)

So I'd never try to tell you how to be a parent. But if something bad ever happened to any of these children, because of him being in our camp... I'm not sure I could live with myself, knowing I could have prevented it.

CAROL

Thanks, Jacqui. But it's not your responsibility.

She glances over at a group of CHILDREN, playing in the b.g.

CAROL (CONT'D)

It's mine.

Her gaze lingers over to Ed and Shane.

Carol watches as Ed disappears behind an assembly of RVs -- while Shane paternally picks up a SMALL CHILD who seems happy to see him, lifting the little kid up into the air...

EXT. FOREST - DAY - WALKING - RESUME

The present-day Carol walks alongside a worn-out TYREESE, who holds baby JUDITH in his arms. They survey the adjacent countryside for walkers.

CAROL

What are we going to do?

TYREESE

We're going to survive, that's what.

CAROL

Are we supposed to just raise Judith by ourselves? How do we keep her safe?

TYREESE

We'll try to find others.

CAROL

And if we can't?

Tyreese just looks down at Judith -- who's sleeping, fortunately.

TYREESE

We'll keep searching for our people.

CAROL

What if they're gone?

TYREESE

We don't know that all of them are dead.

CAROL

That prison was flooded with walkers. You're lucky you got out alive with the kids.

TYREESE

They could have found a way. Rick,
Daryl, Michonne...

CAROL

And what if The Governor's still
alive? What if some of his people
survived... and they come after us?

TYREESE

That's why we need to find more
people. Warn them about him.

They stop, listen for noises. Nothing to be heard but the
faint CHIRPING of birds.

CAROL

Do you think Sasha made it out?

TYREESE

She had to.

Tyreese stares at the horizon, sighs.

INT. BOX CAR "A" - TERMINUS - SAME

Sasha peeks through the cracks in the box car. No movement --
nothing but the sunlight streaming down upon the ground.

She turns back to Glenn, who nestles the still-sleeping
Maggie across his lap.

SASHA

What are they going to do to us?

GLENN

Nothing good.

SASHA

I hope Tyreese got out, somehow.

GLENN

I'm sure he did.

Sasha appears skeptical, but returns her attention back to
the wooden cracks. She sees some MOVEMENT from outside.

SASHA

They're coming back...

A POUNDING on the door. From outside the boxcar...

MALE VOICE

We're bringing you water. If you try to make a move, you won't live to regret it.

The box car door SLIDES OPEN. Accompanied by positioned weapons, a set of hands flings FIVE WATER BOTTLES inside.

The door SLAMS SHUT.

Sasha grabs up one of the water bottles, opens it. Takes a swig. She hands it to Rosita, who also sips from it.

ABRAHAM

(to Rick)

Hey. You.

Rick turns to acknowledge him.

ABRAHAM (CONT'D)

Glenn told us you folks went to war with a very bad man.

RICK

He called himself "The Governor." Suckered a whole community of people -- families, children -- into drinking his kool-aid.

ABRAHAM

That prison you were holed up in... he wanted to take it from your people?

RICK

Yep. And he did.

ROSITA

But you fought back?

RICK

Yes, ma'am.

A look of triumph washes over Rosita's face.

ROSITA

Good.

RICK

We lost a lot of good people. Many of them were sick. Children, the elderly... and Maggie's father.

Rick gestures to Maggie, still sleeping in Glenn's lap. He directs a side-glance at Tara, who reacts.

Before resuming his conversation with Abraham, Rick knowingly meets Michonne's gaze. She strokes the neck of the slumbering Carl, whose head still rests atop her lap.

RICK (CONT'D)

His name was Hershel. The Governor sliced his head clear off with a sword.

MICHONNE

The sword he took from me.

RICK

Maggie... her sister, Beth... forced to watch their daddy die like that...

ABRAHAM

And what happened to this "Governor?"

MICHONNE

I finished him off.

A lingering silence blankets the group.

BOB

He's gone, at least.

SASHA

And now we're dealing with even worse people.

BOB

Maybe they're not going to hurt us? Maybe they need our help?

SASHA

Yeah? With what?

BOB

I don't know... killing walkers? Finding a cure?

SASHA

There is no cure.

EUGENE

Wouldn't be so sure about that, actually.

They all turn to stare at Eugene -- who immediately shrinks back.

EUGENE (CONT'D)

Basic reproduction rate demands that a greater quantity of infected specimens makes it proportionately harder to control the rate of outbreak. But if we take into account the Jacobian matrix, the age and health of the overall population contribute to whether an epidemic dies out over time. Factoring individual immunities into the equation, synthesis and dissemination of an antidote is possible, if not likely. However, the availability of sufficient resources for --

ABRAHAM

Shut up, Eugene.

Eugene clams up.

BOB

No, I get what he's saying. If we find someone who doesn't reanimate after dying, it means they probably have antibodies in their blood.

SASHA

So why wouldn't these people have just told us about their research, upfront? Why ambush and imprison us?

BOB

Maybe... they're scared? They think we might kill them and steal it.

ABRAHAM

We told them why we're headed to D.C., Bob. If anything, they should want to come with us.

SASHA

And how would you even get an antibody from someone if you have to kill them before finding out if they're immune? Wouldn't you need to take a blood sample first, test it, and then see if they turn?

TARA

Maybe that's what they're planning?

Everyone looks at her. Tara wears a morbid expression.

TARA (CONT'D)

They'll use us as their guinea pigs. Take our blood ahead of time... then kill us, just to see if we become walkers.

GLENN

It doesn't matter.

All heads turn toward him. Glenn strokes Maggie, still lying across his lap.

GLENN (CONT'D)

We're all in this together.

ROSITA

I agree. But how do we get out of this, together?

GLENN

We fight.

SASHA

Um, we're sort of lacking any weapons.

GLENN

So we make our own.

(beat)

We're a family now. Yeah, maybe some of us barely know each other. But family takes care of family.

RICK

He's right.

All eyes on Rick, now.

RICK (CONT'D)

The Governor came at us with tanks and bazookas. We held our own.

DARYL

And lost the prison.

RICK

But we held our own. Then, we got out.

Everyone contemplates that.

RICK (CONT'D)

And we'll get out this time, too.

Daryl looks from Michonne to Abraham -- who each nod at him.

Then, Daryl turns back to Rick, makes a fist...

DARYL

Damn right we will.

...and they fist-bump.

Rick gazes over at Carl, still sleeping on Michonne's lap.

His face hardens.

END OF ACT TWO

ACT THREE

A pair of eyes flutter open.

INT. BOX CAR - MINUTES LATER

Maggie awakens, sees Glenn smiling down upon her.

MAGGIE

(groggy)

Tell me it was all just a
nightmare...

GLENN

Afraid not. But we're still alive.

Maggie sits up, throws her arms around Glenn -- tears stream
down her face.

GLENN (CONT'D)

When all of this started... I felt
so lost. Like I had no one left.

He pulls away, looks Maggie straight in the face.

GLENN (CONT'D)

But then I found you.

Maggie smiles. Glenn turns to the rest of the group.

GLENN (CONT'D)

All of you.

RICK

I owe my life to you, Glenn. Never
would have gotten away from that
herd, if you hadn't called me a
dumbass.

GLENN

Anytime.

He addresses the entire group, with a knowing side-glance at
Tara.

GLENN (CONT'D)

We've all made mistakes. We've all
made decisions we're ashamed of.

MICHONNE

Too many...

GLENN

That doesn't mean those actions
have to define us.

ROSITA

Our *abuela* always told my cousins
and I that it's up to us to define
ourselves. She was a wise woman.
And feisty.

ABRAHAM

Apple didn't fall far from the
tree.

Rosita suppresses a smirk, then continues:

ROSITA

Glenn's right. If we let those
bastards defeat us... we'll really
just be defeating ourselves.

DARYL

Damn straight.

GLENN

So it's settled, then? It doesn't
matter who we were... just who we
will be.

Glenn lifts his forearm... gazes down at a deep scratch
that's healed only millimeters away from a vital vein.

FLASHBACK:

INT. PIZZA KITCHEN - ATLANTA - NIGHT

A spoon scoops up a helping of tomato sauce from a can.

Glenn -- one year-and-a-half younger -- shovels the canned
sauce into his mouth. He's adorned in a vest, which is
embroidered with the franchise's logo -- the head of a
BRAUNVIEH COW. Underneath his vest are common street
clothes. Glenn kneels on the floor, across from...

WES -- mid-twenties, Caucasian, slightly more athletic in
build than Glenn -- who swigs water from a glass. The spiky-
haired Wes wears funky-rimmed glasses... aside from his
"PIZZA CHALET" vest, he's dressed like sort of a "chic geek."

WES

I'm so pathetic... I'm such a
tool...

(to Glenn)

(MORE)

WES (CONT'D)

Dude, I used to think I could be a superhero. That I could move mountains with the power of my mind... or levitate myself all the way to the outermost galaxies of the universe.

(beat)

But I can't. I'm just a dopey, scrawny, lousy shell of a man.

Glenn extends the can.

GLENN

Have some tomato sauce.

WES

Dude, gross.

GLENN

You need to eat.

WES

Why? Do I really want to fatten myself up just so those... those... THINGS out there can feast on my acne-ridden loins?

GLENN

Stop that talk. We're going to get through this.

(beat)

Somehow.

He looks over at another of his coworkers, DIANE. Caucasian, early-thirties, slender and brunette. She wears a much more garish variation of the Pizza Chalet uniform -- a full Swiss Miss getup... complete with a floral-patterned puffy blouse and skirt, apron, and straw hat. The Braunvieh cow is printed upon her apron.

DIANE

My daughter! I have to get to her! She needs me!

GLENN

Diane, you saw those monsters tear apart our customers. It's happening all over town. If you try to make a run for it, you won't get out alive.

DIANE

I have to try... for Chrissy.

GLENN

How would Chrissy feel if she had to watch her mother get torn apart, one limb after another?

Diane reacts.

GLENN (CONT'D)

Because that's what will happen if you charge out there like some... dumbass.

Diane exhales.

WES

(to Glenn)

Wow, man. You don't mince words.

GLENN

I grew up with a mom and three sisters. Had to learn to speak my mind pretty quickly, living in a house full of women.

JASPER, another of Glenn's coworkers -- Latino, late-twenties, athletic -- crawls over to him. Clearly a non-delivery employee, Jasper wears a loose-fitting shirt (peppered with a pattern of Braunvieh cow heads) and lederhosen -- while holding a large kitchen knife.

JASPER

We're only going to last for so long, in here.

GLENN

You don't know that. Maybe --

JASPER

Eventually, we'll run out of food. What do we do then -- eat each other?

GLENN

Someone will come and get us.

KARLY -- Caucasian, early-twenties, wearing traces of Goth makeup -- kneels next to the counter across from Glenn's. Her vest matches those of both Glenn and Wes, but her vocal delivery is borderline-monotone:

KARLY

Like they helped all those people being devoured whole in the middle of the street?

Glenn, Jasper, and Wes remain silent.

KARLY (CONT'D)
We're going to die.

GLENN
Don't say that.

WES
Why not? She's probably right.

OLDER FEMALE VOICE
It's all my fault.

VALERIE -- Caucasian, heavysset, light-brunette and in her early-forties -- towers over them. She wears an apron and a manager's nametag, appears worn-out and hopeless.

VALERIE
I sinned. I brought this all upon us.

DIANE
What the hell are you talking about, Valerie?

VALERIE
Years ago... I used to teach high school P.E.

WES
You're right. That is a crime against humanity.

Glenn gives Wes a Look.

WES (CONT'D)
What? I sucked at dodgeball.

VALERIE
No.
(beat)
We required those girls to take showers after class. I watched them.

DIANE
Aren't they supposed to be supervised?

VALERIE
I enjoyed it.

A coarse silence. Jasper raises his eyebrows at Glenn, then turns back to their boss:

JASPER

And you think God's punishing you for that?

VALERIE

Why else would this be happening?

JASPER

If that were true, I'd have spontaneously combusted the first time I opened a *Playgirl*.

Wes chortles.

VALERIE

This ain't funny. I failed you all.

GLENN

Hey, now. Don't talk like --

VALERIE

I preyed upon the innocent... the same way those creatures out there will prey upon us.

(beat)

I should have listened to everyone. I'm an abomination!

KARLY

Quit feeling sorry for yourself!

GLENN

Karly!

KARLY

What's she going to do? Fire me?

Karly faces Valerie, flustered.

KARLY (CONT'D)

No one cares if you're a lesbo, Valerie. It's not a sin -- people just make that shit up to control each other.

JASPER

She's right. They want us to live in fear.

WES
Well I'm sick of it.

Glenn and Jasper look at Wes, taken aback.

WES (CONT'D)
I'm sick of feeling like a wimp.
If we're going down, I say we fight
to the death.

The MOANS and FOOTSTEPS from outside the kitchen are interrupted by some even louder THUDS. A smattering of HUMAN VOICES, followed by METALLIC CLANKING.

JASPER
Listen...

The voices BECOME LOUDER, yet still indistinct.

JASPER (CONT'D)
Somebody's out there.

DIANE
The police?

WES
Whoever it is, we have to be ready
for them.

Karly grabs a butcher knife. Jasper hands his knife to Diane, then grabs a fire extinguisher off the wall to arm himself. Wes snatches up a broom from one corner of the kitchen -- to which Glenn raises his eyebrows:

GLENN
Really, Wes?

WES
Why not? It's as good as anything
else?

A POUNDING on the door, followed by a FEMALE VOICE:

FEMALE VOICE
Is anyone alive in there?

GLENN
Yeah! Six of us! Hiding out from
the uglies!

FEMALE VOICE
We found a safe place to take
cover! Unlock the door, and we'll
bring you there!

Glenn looks around the room at his coworkers. He nods, as Valerie pulls out the mop that latches the door handle. She slowly unlocks it, drags it open...

And as the other five get ready, position their "weapons"...

ANDREA -- face scuffed, clothing torn -- charges into the room with a 0.50 BMG in tow. Right behind her is T-DOG, armed with a semi-automatic machine gun of his own.

T-DOG

Whoa, whoa, whoa! We're friends!

ANDREA

How long have you guys been in here?

GLENN

Two days. Maybe three.

DIANE

Where did you people come from?

ANDREA

We have a group out scavenging. There are eight of us holed up in a condo, about five blocks from here. We use the fire escapes to get in and out.

KARLY

So you're just going to live out the rest of your lives, up there?

ANDREA

No, smartass. It's temporary. We've got a quarry camp of about three-dozen, out in the boonies. We're trying to get back there... but it might take awhile, with the dead-heads everywhere.

T-DOG

It's all clear outside. But it won't be for long.

Glenn turns to his coworkers.

GLENN

Come on, guys! Move!

The rest of them follow Glenn out into the restaurant, led by Andrea and T-Dogg. MAULED BODIES line the floor, with IMPALED WALKERS lying in assorted heaps.

Everyone reacts to the smell.

Glenn glances over toward the kitchen, notices Valerie hanging back.

GLENN (CONT'D)
Val, this is our chance!

VALERIE
Leave me behind. I'll just be dead weight.

GLENN
Valerie, don't act like a dumbass!
You're coming with!

VALERIE
I don't deserve to --

ON THE FLOOR

A WALKER'S eyes pop open. He lunges forward, BITES Valerie on the leg. She screams, as the group watches in horror.

VALERIE
I told you I was being punished!

T-Dog fires his weapon, TAKES OUT the walker with a clean head-shot.

As Valerie clutches her leg, in agony...

ANDREA
Behind you!

Another WALKER emerges from a pile of decaying bodies. She jumps Valerie from behind, RIPPING A CHUNK out of Valerie's face.

Valerie screams even louder. Andrea ushers everyone toward the door.

ANDREA (CONT'D)
We've got to get out of here!

Diane, Wes, Karly, and Jasper follow Andrea and T-Dog -- but Glenn just stands there, in shock ...watching his boss get devoured.

Andrea yanks at Glenn's arm.

ANDREA (CONT'D)
It's too late for her. If you want to find your family, get moving!

Glenn allows Andrea to pull him out of the restaurant.

EXT. STREET - SAME

T-Dog looks up and down the street, with Glenn's coworkers huddled behind him. Everything looks all clear... for now.

Andrea and Glenn join them -- although Glenn's face is still pale.

GLENN

I don't have any family.

Andrea looks at him.

GLENN (CONT'D)

I mean, they're all back in Detroit. I don't have anyone here.

JASPER

I do. My Uncle Sergio and Aunt Miranda own a deli in Atkins Park.

WES

Please, don't talk about meat.

JASPER

No, they might have taken cover there.

T-DOG

We'll try to help them, if we can. But right now, we need to get indoors.

MULTIPLE MOANS emanate from a nearby alley. A GROUP OF WALKERS emerge from around the corner -- shuffling toward Glenn and Andrea's newly-formed crew.

Andrea raises her weapon, but T-Dog nudges her.

T-DOG (CONT'D)

No. That'll just attract more.

ANDREA

So what do you suggest?

T-DOG

Run!

The seven of them do an about-face, bolt down the street. They pass by...

APARTMENT BUILDINGS AND STOREFRONTS - RUNNING

More and more WALKERS emerge, hobbling and slinking toward the fleeing septet.

GLENN

(yells)

Where are we supposed to go?

ANDREA

We have to get to the condos! The others will be waiting!

Diane trips, falls headfirst onto the gravel... her knife clatters to the ground. She shrieks -- skinning her knuckles.

DIANE

Shit!

Everyone turns. Jasper and Karly run to Diane's side, just as...

TWO WALKERS double-team Diane -- reaching for her, snarling.

Karly attacks one of the walkers in the arm with her butcher knife. It just pisses him off.

JASPER

Go for the forehead!

Jasper uses the tank of his fire extinguisher to BASH IN the head of the second walker. Karly jabs her knife straight through the first walker's cranium.

Glenn approaches them; he and Jasper help Diane to her feet. Karly gazes in horror at the APPROACHING WALKER HERD.

ANDREA

Hurry up! We can't wait for you!

Glenn hoists Diane onto his shoulders, while Jasper and Karly spot him. They rejoin Andrea, T-Dog, and Wes... the group heads off, once again.

EXT. CONDOS - A FEW MINUTES LATER

The septet dashes into an alley alongside the condominium building. Glenn is noticeably winded from carrying his coworker.

Andrea looks up, and then down at the ground.

ANDREA

Dammit!

T-DOG

What's wrong?

ANDREA

(points)

The sheets!

T-Dog follows her gaze. An elongated, tied-together series of bedsheets lay on the ground.

ANDREA (CONT'D)

We made a hawser, for getting back in!

FROM THE WINDOW THREE STORIES ABOVE THEM

Jacqui sticks her head out, calls down to them:

JACQUI

Benji fell asleep at the wheel! We couldn't get it back!

T-Dog grabs onto the string of sheets, winds it up like a lasso. He attempts to throw it back up to Jacqui... but it falls just short.

Glenn sees another herd turning the corner, heading toward them.

GLENN

Um, guys...

They all see the walkers approaching. Everyone readies their weapons.

ANDREA

Jacqui, throw us something else!

JACQUI

Those were the last of our sheets!

Within moments, the herd practically doubles. T-Dog attempts to throw the "lasso" back up to Jacqui... but misses, again.

KARLY

We're going to die.

WES

No, you aren't...

Wes takes one heroic step toward the walkers, holds his broom in a defensive pose.

GLENN

Wes, what the hell are you doing?

JASPER

Don't, man! Please... don't!

WES

Somebody has to.

Wes runs toward the herd, launches himself at them -- broom swinging.

GLENN

Wes!

Everybody else watches in horror.

Wes gouges out eyes, foreheads, and jaws -- wielding that broom with almost magical agility. Even as walkers BITE CHUNKS out of his arms and legs... Wes doesn't let up.

Glenn closes his eyes.

T-Dog finally CONNECTS, as Jacqui grabs the makeshift rope. She leans down to tie it (O.S.), while MORE PEOPLE arrive at her side. Jasper helps hand off Diane to Andrea, who grabs onto the rope with one hand -- while clutching Diane with the other. Jacqui and the others LIFT THEM UP.

As T-Dog picks up a stray wooden plank off the ground... and Jasper and Karly position their "weapons"...

Glenn watches, somber, as the walkers dogpile onto the corpse of Wes... each wanting his or her bite of "meat."

GLENN (CONT'D)

(murmurs)

You are a superhero, Wes.

He takes Karly's butcher knife from her, and directs her toward the "bedsheet-rope" -- once again lowered to the ground.

INT. BOX CAR - RESUME

Glenn addresses the entire group.

GLENN

I'm not leaving any of you behind.

MAGGIE

Glenn...

GLENN

I'm not!

(softens)

We've already left too many of our
own, behind.

(beat)

Never again.

His expression has become firm and stoic. Everyone inside
the boxcar takes it in...

GLENN (CONT'D)

Never again.

...and some of them appear more than a bit unnerved.

END OF ACT THREE

ACT FOUR

INT. BOX CAR - DAY - HALF AN HOUR LATER

Glenn's eyes flutter open.

He awakens, his head resting in Maggie's lap. His wife strokes his chin.

GLENN
Did I doze off?

MAGGIE
Mmm-hmm.
(firm)
Now you're going to listen to me.

GLENN
Maggie...

MAGGIE
If I don't survive...

GLENN
You will.

MAGGIE
...I need you to make me a promise.
That you'll keep going without me.
You'll keep fighting, and helping
people. That you'll find Beth...
and protect her.

Daryl overhears. His lip quivers.

GLENN
That's not going to happen, Maggie.
We're going to find Beth together.
We're all going to survive.

MAGGIE
But... if I go first...

Maggie bursts into tears. Glenn just holds her.

MAGGIE (CONT'D)
(sobbing)
I made... a promise to Daddy.
(more sobs)
And if... I can't keep that
promise...

Glenn hugs Maggie more tightly.

FLASHBACK:

INT. GREENE FARMHOUSE - NIGHT

A set of elderly lips read:

HERSHEL (O.C.)

*As for the one who is weak in
faith, welcome him, but not to
quarrel over opinions.*

HERSHEL GREENE sits in his living room armchair, reads from the Bible. Gathered to Herschel's immediate left and right are Maggie, PATRICIA, and OTIS.

HERSHEL (CONT'D)

*One person believes he may eat
anything, while the weak person
eats only vegetables. Let not the
one who eats despise the one who
abstains, and let not the one who
abstains pass judgment on the one
who eats, for God has welcomed him.
Who are you to pass judgment on the
servant of another?*

Sitting on the floor are BETH GREENE and her boyfriend, JIMMY.

HERSHEL (CONT'D)

*It is before his own master that he
stands or falls. And he will be
upheld, for the Lord is able to
make him stand. One person esteems
one day as better than another,
while another esteems all days
alike. Each one should be fully
convinced in his own mind.*

He looks up.

HERSHEL (CONT'D)

I don't want to see any of you
fall.

MAGGIE

You mean like Annette? When Shawn
couldn't save her from the roamers?

PATRICIA

Put it away, Maggie.

Hershel gives Maggie a hard stare. Maggie gazes back down at her lap. As an awkward silence lingers...

BETH

Shawn was brave. He would be on patrol, every midnight. Always peeked in my room, to make sure I was asleep. I pretended I was.

PATRICIA

They're in a better place, now.

HERSHEL

No... they're still with us.

Another silence, as Hershel stares down at his Bible pages. Beth and Jimmy exchange glances with Maggie, and she looks to Patricia -- who just shakes her head.

OTIS

If any of us don't make it, you young ones need to know how to find your own food.

HERSHEL

Bethie, you were in the Brownies. You know how to make fire. Or you can catch insects. They give you protein.

BETH

I'm not eating bugs. That'd be almost as gross as eating... a snake.

OTIS

You get hungry enough, you'll eat anything, girl.

JIMMY

Snakes taste like chicken.

Beth smiles at him, in spite of herself.

PATRICIA

And always aim for the brain cell. That's what'll snuff out one of them for good. Always check, to see if they've been stabbed. Even if it looks dead... that doesn't mean it is.

(beat)

Right, Hershel?

Their patriarch doesn't even acknowledge Patricia's comment.

OTIS

You all might have to take care of yourselves. If it comes down to it.

MAGGIE

They'll take care of each other.

HERSHEL

Maggie.

(softer)

May I have a word with you?

Maggie nods, stands up. Hershel follows her into:

THE KITCHEN

Maggie folds her arms, faces her father.

HERSHEL

Sweetheart, I need you to promise me something.

MAGGIE

What's that?

HERSHEL

If anything happens to me --

MAGGIE

Daddy, don't --

HERSHEL

Promise me you'll look after Beth. Protect her. Don't let any of the bad ones get her.

Maggie quivers.

HERSHEL (CONT'D)

We've all got jobs to do. That's yours.

Maggie nods, suppresses a tear.

MAGGIE

Daddy... that first day. When all the shit hit the fan, back in town. Remember? I was at the market. Everyone was running. Instead of tearing open bags of potato chips, they tore each others arms off.

Maggie hardens her stare.

MAGGIE (CONT'D)

I watched Sally get ripped from
head to toe. Remember her, Daddy?
My best friend. And I ran. I
abandoned her!

(beat)

That makes me a coward.

Hershel reaches out, holds Maggie's chin in both his hands.

HERSHEL

Don't you ever let anyone call you
that. You hear me?

Maggie gulps, nods. Hershel gives her a hug, then shepherds
her back into:

THE LIVING ROOM

As Maggie and Hershel rejoin the others...

PATRICIA

Hershel, we've been talking. We
think -- some of us think -- we
might want to head for the hills.

HERSHEL

No.

PATRICIA

There could be a better place out
there. With food... and hot
water... and good people.

HERSHEL

Or evil people. Who slaughter us
whole.

JIMMY

Staying here... only a matter of
time before we get raided. Or
overrun.

HERSHEL

We're not going anywhere.

OTIS

It's decided, then.

PATRICIA

Otis...!

BETH

If Daddy says we should stay --
then we should stay.

Jimmy sours at Beth's compliance. Otis raises his eyebrows at Patricia, who turns to face Hershel with defiance.

HERSHEL

Patricia... please.
(beat)
I need you... with us.

Patricia contemplates, looks back at Otis... then her eyes meet Hershel's again. She nods.

Maggie speaks up.

MAGGIE

Bethie, why don't you sing
something for us? Maybe... a
little Donny Hathaway?

Beth clears her throat. She BEGINS TO SING Donny Hathaway's "Someday We'll All Be Free." Everyone listens, calmed by Beth's soothing vocals.

Hershel's dotting eyes lock onto his youngest daughter.

And Maggie's eyes lock onto her father.

INT. BOX CAR - RESUME

As Maggie squeezes Glenn's hand, Rick crawls over to them.

RICK

How are you two doing?

MAGGIE

How do you think?

RICK

Sorry. Dumb question.

He looks over at Bob... who cradles Sasha -- once again sleeping -- against his good shoulder.

RICK (CONT'D)

How long's she been out?

BOB

A few minutes. She's worried about
Tyreese.

(beat)

Doesn't think he survived.

RICK
What do you think?

Bob's gaze shifts back down to Sasha, for a moment.

BOB
I think if we don't figure
something out soon... it may not
matter.

Rick doesn't respond. He stands, returns to where Daryl and Michonne are gathered.

He smiles at Michonne, who strokes Carl's bangs -- the teenager snoozes, his head still in Michonne's lap.

RICK
Motherhood suits you.

MICHONNE
Don't say that.

RICK
You're the closest thing he has,
now.

MICHONNE
I know.

RICK
If I don't make it out of here
alive --

MICHONNE
Don't say that, either.

RICK
It's reality, Michonne. From what
they've seen of me --

MICHONNE
We're all getting out of here
alive.

RICK
But if it ever comes down to it...
I'll put my ass on the line for any
one of you.
(beat)
Count on it.

He kneels, faces one of the cracks in the box car's wall -- sunlight shining through.

FLASHBACK:

INT. ABANDONED HOUSE - RURAL KING COUNTY - DAY

Rick hands a plastic glass to a pregnant Lori, who's seated at a table. His wife takes a sip.

RICK
Pretty good for a bag of powder?

LORI
It's fine.

She glances over at:

THE ADJOINING FAMILY ROOM

Carl -- wearing his cowboy hat -- faces away from them. Throws a tennis ball against a wall... and skillfully catches it each time it bounces back within Carl's reach.

Nearby, Carol watches over the sullen pre-teen. She makes eye contact with Lori, gives Carl's mother a helpless smile.

LORI
How long can we keep doing this,
Rick?

RICK
As long as we have to.

LORI
Breaking into a new house every
week or two? Scrounging for food?
Keeping watch for walkers each
hour?

RICK
It's kept us alive, so far.

LORI
What about after the baby comes?
What are we going to do, then?

HERSHEL (O.S.)
And what about the long haul?

They turn, see Hershel walking down a stairway into the kitchen.

HERSHEL (CONT'D)
We were supposed to find a place to
reside for a spell. A sanctuary.

RICK
First sign of a sanctuary, that's
where we'll be.

Glenn runs in from the family room, gives Carl a very quick pat on the shoulder as he enters the kitchen. He's slightly out of breath.

GLENN
Where's Maggie?

HERSHEL
I sent her and Beth to gather
firewood with Daryl and T-Dog.

GLENN
Someone's coming. I saw him from
the second floor. He's hobbling.

RICK
Walker!

Rick grabs up his gun.

GLENN
No, I don't think so. He was
moving way too fast to be a walker.

Rick and Glenn rush out onto:

EXT. THE BACKYARD PATIO

From atop the wooden deck...

Rick aims his rifle at AN APPROACHING FIGURE.

RICK
Stop right there!

The figure -- A YOUNG CAUCASIAN MAN, early-twenties, dirty and lanky -- continues approaching.

Rick SHOOTS.

GLENN
Rick!

Glenn runs over to the fallen young man, whose leg is now bleeding through his jeans. Rick joins him, weapon still aimed.

They see the young man's face turning red from asphyxiation.

GLENN (CONT'D)
He can't breathe!

Hershel arrives by Glenn's side, helps him pick up the young man. Carol and Lori watch from the patio doorstep.

HERSHEL
Clear the table for him!

Lori and Carol scurry back inside. Simultaneously, T-Dog, Maggie, Daryl, and Beth return to the house's backyard -- Maggie's and Beth's arms full of firewood.

INT. KITCHEN

The young man is sprawled out on the table, heaving. Hershel uses a knife to give him a makeshift tracheotomy, while Glenn searches through the guy's pockets... and pulls out a Medical I.D. card.

GLENN
Ezra Daniel Simpson of Johns Creek.
Says he's allergic to peanuts, soy products, and cats.

Daryl, T-Dog, Maggie, and Beth -- the girls' arms now empty -- hurry into the kitchen.

CAROL
What should we do?

HERSHEL
He's probably having an allergic reaction. But it's impossible to know what caused it.

MAGGIE
Could've been something he ate...

LORI
...or he crossed paths with a tabby?

HERSHEL
Bethie, bring me the medical kit.

Beth grabs a tattered purse off the top of the refrigerator, rummages through it.

Rick slinks in. He comes up behind Hershel, catches sight of Ezra still struggling to breathe.

HERSHEL (CONT'D)
Have we got an EpiPen? Or any
Adrenaline?

BETH
Yes.

Beth pulls out the bottle.

HERSHEL
Someone grind it up. We need to
find a straw or something plastic
to use for a feeding tube.

Carol frantically searches through the cupboards. As Glenn reaches for the bottle, Rick snatches it away from Beth.

GLENN
What the hell are you doing?

RICK
It's one of the few drugs we've got
on-hand. We can't waste it on him.

Hershel stares Rick straight in the face, appalled.

HERSHEL
Rick, the boy's going to die!

RICK
Do you know it will fix him,
Hershel? Do you know that for a
fact?

HERSHEL
No, but it's the best shot he has.

RICK
And what if one of us gets sick?
It could be our only shot!

Dead silence blankets the room. Only gagging sounds from Ezra's body can be heard... along with Carol opening or slamming shut more cupboards and drawers.

Lori's face grows more and more horrified, as Ezra's GASPS FADE. Hershel takes Ezra's pulse; his face falls.

And now... not even crickets.

Rick breaks the silence.

RICK (CONT'D)
It wouldn't have worked.

BETH

You're supposed to use whatever you can use. You taught us that.

RICK

Supplies are scarce. It would've been a Hail Mary pass.

T-DOG

Rick's right. For all we know, the boy could've been choking on a chicken bone.

HERSHEL

No. He would've sounded different.

Rick's gaze drifts over to the family room. The back of Carl's cowboy hat lingers in the entranceway, as the adults all stare at him from the kitchen.

RICK

If we could've saved him, we would have.

Daryl exchanges glances with Carol, then looks down at his own feet.

DARYL

Do we even get to save people anymore?

RICK

Not always.

Lori stares at her husband, agape.

LORI

Who are we?

RICK

We're who we have to be.

HERSHEL

But whoever drinks from the water that I will give him will never get thirsty again --

RICK

This ain't the desert, Hershel! Noah never brought walkers on-board his ark!

BETH

You let him die!

Rick looks away from all of them... just shakes his head.

GLENN

What if he was some kid-genius?
What if he had the cure?

RICK

There is no cure!

Hershel closes his eyes. Glenn walks out of the room in disgust. Beth appears ready to cry, and Maggie puts her arm around her. Lori frowns at her husband. Carol brushes away a tear of her own.

The back of Carl's cowboy hat ducks out of the entranceway... and Rick notices. T-Dog steps forward.

T-DOG

We'd better take him out back.
Before he turns.

Daryl helps T-Dog to lift Ezra's body up off the table. They haul the corpse out through the patio door, onto the backyard deck. Carol, Beth, and Maggie follow.

LORI

Hershel, could you please give us a
moment?

Hershel nods, heads outside through the patio door.

Lori clutches the counter, sits in one of the stray chairs. Rick steadies his wife's shoulder, but she shirks him away.

LORI (CONT'D)

I'm fine.

RICK

No. You aren't.

LORI

I want you to make me a promise,
Rick.

She turns, looks him squarely in the face.

LORI (CONT'D)

Neither of us would sacrifice Carl
to save a complete stranger. And I
realize we didn't know Ezra from
Adam. He wasn't a member of our
family.

(beat)

But Carol... Glenn... Maggie...

(MORE)

LORI (CONT'D)
Hershel... Beth... and Daryl and T-Dog. They are. They are our family too. And I can't have you forgetting that.

RICK
I won't.

LORI
Good. Because we've already lost too many.

Rick looks down.

LORI (CONT'D)
Dale. Jim. Amy. Jacqui. Otis. Patricia. Jimmy. Andrea.

He looks back up, and Lori speaks with pointed scorn:

LORI (CONT'D)
Shane.

Rick looks away, again.

Lori supports herself as she rises from her chair.

LORI (CONT'D)
I'm going to go find Carl.

She trudges toward the family room, leaving Rick in her wake.

A single tear slides down Rick's cheek.

INT. BOX CAR - RESUME

Rick watches Carl stir awake. He reaches out to his son, helps him sit upright.

RICK
Carl, I need you to listen to me.

CARL
(groggy)
What...?

RICK
You remember where we buried the guns, right?

Carl nods.

RICK (CONT'D)

If you find an opening, I need you to run. Don't wait around for any of us, you hear? Not me, not Michonne, not anyone. It might be your only chance.

Carl just looks at him.

RICK (CONT'D)

Carl. Do you understand me?

Carl looks away, closes his eyes. Rick forcibly pulls his son's face back in his direction.

MICHONNE

Rick!

RICK

Carl, answer me!

CARL

Yeah, I know!

RICK

Do you?

CARL

They killed Judith.

Rick is floored by the flatness of Carl's words. He's speechless.

CARL (CONT'D)

I've tried not to say it out loud. But it happened.

(beat)

The Governor killed my baby sister. And we could've stopped it.

RICK

Carl --

CARL

Don't you see? Any of us can go... at any time.

Endless tears flow from Carl's eyes.

Rick hugs his son close to his chest -- just holding him.

Michonne gazes down at them, presses her lips together. She turns to Daryl, who has a similar reaction.

MONTAGE

As Collective Soul's "HEAVY" plays:

Michonne, Daryl, Glenn, Maggie, Abraham, Tara, Rosita, and Bob look on... watching Rick and Carl share their tender moment.

Eugene and Sasha merely sleep.

EXT. RAILROAD TRACKS - WALKING

Carol and Tyreese spot another SIGN for Terminus. They look at each other, then look down at Judith...

The infant begins to wail, in Tyreese's arms.

Tyreese sticks one of his fingers between her lips, allowing Judith to suck on it.

Carol smiles at Tyreese, forges on ahead.

INT. GRADY MEMORIAL HOSPITAL - ATLANTA

Beth helps NOAH fold towels in the laundry room.

She finishes aligning one of the towel's corners, but Noah stops her. He shakes his head. Shows Beth how to fold it "the right way."

Beth smiles, brushes against Noah's hand. Noah glances over Beth's shoulder... and his posture straightens.

FROM THE LAUNDRY ROOM WINDOW

OFFICER DAWN LERNER watches them... a twinge of disapproval on her face.

Beth follows Noah's gaze, spots Dawn in the window. She looks down, sheepish... returns her attention fully to folding the towels.

Dawn narrows her eyes at the two teenagers.

SMASH CUT TO:

INT. TERMINUS - DUNGEON-LIKE ROOM

Gareth -- completely emotionless -- surveys the activity unfolding before him within the dark, gloomy cell.

Mary, ALBERT, and THERESA fling bloodied strips of flesh at the mouths of...

A half-dozen WALKERS, chained to the floor by their heels and wrists.

The walkers snarl, gnaw at the meat as it slaps their teeth and jawbones.

EXT. THE PRISON'S RUINS

MORE WALKERS wander aimlessly amid rotting corpses, a burnt "skyline" of prison buildings, and an abandoned military tank.

A picked-apart skeleton lies against the grass. Clothing torn, strewn about, and discarded. Only a single fabric eyepatch remains over the left-side of its cranial skull.

INT. GRADY MEMORIAL HOSPITAL - HALLWAY

OFFICER O'DONNELL beats up on a SKINNY MALE WARD with his nightstick.

PERCY intervenes, tries to jump in front of the younger man.

O'Donnell pins Percy up against a wall, in a rage.

OFFICER BOB LAMSON arrives by O'Donnell's side, tries to restrain him. OFFICER GORMAN joins them, shoves Lamson backward.

A gunshot RINGS OUT. A pistol points straight upward.

Dawn aims her weapon at the group -- her deadly eyes telling them all to knock it off.

INT. TERMINUS - SLAUGHTER ROOM

Gareth supervises, holds his clipboard... as GREG and MIKE hose down the bloodied trough.

INT. BOX CAR

Carl weeps like a baby in Rick's arms.

Rick wears a vengeful expression, stares through the tiny cracks in the wooden walls.

FADE OUT.

END OF SHOW